UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

Expires: September 30, 1998 Estimated average burden

hours per response . . . 12.00



ANNUAL AUDITED REPORT **FORM X-17A-5** PART III

SEC FILE NUMBER

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FIRM ID. NO.

FACING PAGE

Information Required of Brokers and Dealers Pursuant to Section 17 of the

Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

2001 January 1, 2001 December REPORT FOR THE PERIOD BEGINNING. AND ENDING MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: Wheeler Securities Inc. 7

Investment Post, Inc.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

Augusta Riverfront Center, One 10th Street, Suite 500

(No. and Street)

Augusta, GA 30901

(City)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT Barry S. Wheeler 706-722-2229

(Area Code — Telephone No.)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report* Robert S. Blad, CPA (Robert S. Blad, P.C.)

1832 Independence Square, Suite A, Dunwoody, GA 30338

(Address)

(City)

(State)

Zip Code)

CHECK ONE:

M Certified Public Accountant

☐ Public Accountant

☐ Accountant not resident in United States or any of its possessions.

THOMSON FINANCIAL

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*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See section 240.17a-5(e)(2).

OATH OR AFFIRMATION

I, Barry S. Wheeler	, swear (or affirm) that, to the
best of my knowledge and belief the accompanying financial statement and supp	, , , , , , , , , , , , , , , , , , , ,
Investment Post, Inc.	, as of
December 31 2001 are true and correct. I further sw	ear (or affirm) that neither the company
nor any partner, proprietor, principal officer or director has any proprietary interest a customer, except as follows:	st in any account classified soley as that o
	2/11/1
	Signature Pussel
Andre W. Edwins	
My Commission Expires May 9, 2003	
This report** contains (check all applicable boxes): (a) Facing page. (b) Statement of Financial Condition. (c) Statement of Income (Loss).	
(c) Statement of Income (Loss). (d) Statement of Changes in Financial Condition.	
(e) Statement of Changes in Stockholders' Equity or Partners' or Sole Propr	rietor's Capital.
(f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.	
(g) Computation of Net Capital	
 (h) Computation for Determination of Reserve Requirements Pursuant to Ru (i) Information Relating to the Possession or control Requirements Under R 	
(i) Information Relating to the Possession of control Requirements Under R (j) A Reconciliation, including appropriate explanation, of the Computation	
Computation for Determination of the Reserve Requirements Under Exhi	
☐ (k) A Reconciliation between the audited and unaudited Statements of Financia	
solidation.	
(l) An Oath or Affirmation.	
☐ (m) A copy of the SIPC Supplemental Report.	
(n) A report describing any material inadequacies found to exist or found to have	
x (o) An Independent Auditor's Report on the Inter	rnal Control Structure
required by SEC Rule 17a-5. **For conditions of confidential treatment of certain portions of this filing, see sec	ction 240.17a-5(e)(3).

TABLE OF CONTENTS

	PAGE
Independent Auditor's Report	2
Financial Statements:	
Statements of Financial Condition	3
Statements of Operations	4
Statements of Cash Flows	5
Statement of Changes in Stockholders' Equity	6
Notes to Financial Statements	7
	SCHEDULE
Computation of Net Capital under Rule 15c3-1	1
Reconciliation of Net Capital Computation	2
Computation of Aggregate Indebtedness and Basic Net Capital Requirement	3
Statement of Exemption from Compliance with Rule 15c3-3 and Statement of Subordinated Liabilities	4
Independent Auditor's Report on Internal Control Structure	5

Robert S. Blad, P.C.

Member of: American Institute of Certified Public Accountants Georgia Society of Certified Public Accountants

INDEPENDENT AUDITOR'S REPORT

To the Stockholders of Investment Post, Inc. Augusta, Georgia

I have audited the accompanying statements of financial condition of Investment Post, Inc. (formerly Wheeler Securities, Inc.) as of December 31, 2001 and 2000, and the related statements of operations, cash flows, and changes in stockholders' equity for the years then ended. These financial statements are the responsibility of the Company's management. My responsibility is to express an opinion on these financial statements based on my audits.

I conducted my audits in accordance with generally accepted auditing standards in the United States of America. Those standards require that I plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. I believe that my audits provide a reasonable basis for my opinion.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Wheeler Securities, Inc. as of December 31, 2001 and 2000 and the results of its operations and cash flows for the years then ended, in conformity with generally accepted accounting principles in the United States of America.

My audits were made for the purpose of forming an opinion on the basic financial statements, taken as a whole. The information contained in Schedules 1,2,3 and 4 is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by Rule a-5 of the Securities and Exchange Act of 1934. Such information has been subjected to the auditing procedures applied in the audits of the basic financial statements and in my opinion, is fairly stated in all material respects in relation to the basic financial statements, taken as a whole.

Robert & Blad, P. C.

February 6, 2002 Dunwoody, Georgia

STATEMENTS OF FINANCIAL CONDITION

	As of Dec	ember 31,
	2001	2000
<u>ASSETS</u>		
Cash Commissions receivable Other receivables Loans to shareholder Prepaid expense Furniture, vehicle, and equipment, at cost, less accumulated depreciation	\$ 5,954 3,479 4,638 65,069 1,880	\$ 1,994 3,090 5,300 80,779 1,430
of \$43,115 and \$36,545, respectively Deposits - other Deposit with clearing broker-dealer	20,169 2,715	5,372 2,715
(Note 2) Stock warrants - NASD	13,210 3,300	11,524 3,300
	<u>\$ 120,414</u>	\$ 115,504
LIABILITIES AND STOCKHO	OLDERS' EQUITY	
LIABILITIES: Accounts payable and accrued expenses Note payable (Note 6)	\$ 15,833 18,184	\$ 6,681
Total Liabilities	34,017	6,681
COMMITMENTS AND CONTINGENCY (Notes 3 and 5)		
STOCKHOLDERS' EQUITY: Common stock, no par-value; shares authorized 1,050,000; (Note 4) Additional paid-in capital Retained Earnings (Deficit)	10,500 333,500 (257,603)	10,500 233,500 (135,177)
Total Stockholders' Equity	86,397	108,823
	<u>\$ 120,414</u>	<u>\$ 115,504</u>

See accompanying notes to financial statements.

STATEMENTS OF OPERATIONS

For the Year Ended

	December 31,			
		2001		2000
REVENUES: Commissions Advisory fee income Interest and dividend income Other income	\$	382,667 45,581 1,599 13,586	\$	404,550 96,615 1,873 15,976
Total Revenues		443,433		519,014
EXPENSES: Compensation Clearing charges Fees and registration Office rent (Note 3) Advertising Professional fees Communications Travel and entertainment Depreciation Bad debt Loss on scrapped equipment Settlement - arbitration (Note 5) Principal trading losses-net Other		429,668 19,730 9,125 26,573 695 8,815 9,993 7,987 6,570 - - 10,319 36,384		317,320 52,224 3,920 25,952 4,164 5,450 19,217 11,653 6,857 - 2,309 52,813 - 29,975
Total Expenses		<u>565,859</u>		<u>531,854</u>
LOSS	\$	122,426	\$	12,840

STATEMENTS OF CASH FLOWS

	For the Year Ended December 31,		
	2001	2000	
CASH FLOWS FROM OPERATING ACTIVITIES: Loss Adjustments to reconcile loss to net cash flows from operating activities:	\$(122,426)	\$ (12,840)	
Depreciation Loss on scrapped equipment Changes in assets and liabilities:	6,570 -	6,857 2,309	
Commissions receivable Other receivables Loans to stockholder Prepaid expenses Deposit with clearing broker-dealer	(389) 662 15,710 (450) (1,686)	9,097 (2,300) 12,711 110 (832)	
Accounts payable and accrued expenses Unearned revenue	9,152	(8,939) <u>(1,566</u>)	
Net cash flows from operating activities	(92,857)	4,607	
CASH FLOWS FROM INVESTING ACTIVITIES: Furniture, vehicle, and equipment purchases Purchase stock warrants - NASD	(21,367)	(2,362) (3,300)	
Net cash flows from investing activities	(21,367)	(5,662)	
CASH FLOWS FROM FINANCING ACTIVITIES: Notes payable-net increase Capital contribution	18,184 		
Net cash flows from financing activities	118,184		
INCREASE (DECREASE) IN CASH	3,960	(1,055)	
CASH, beginning of year	1,994	3,049	
CASH, end of year	\$ 5,954	\$ 1,994	
SUPPLEMENTAL INFORMATION: Interest paid Income taxes paid	\$ 459 \$ -	\$ 185 \$ -	

See accompanying notes to financial statements.

STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY FOR THE YEARS ENDED DECEMBER 31, 2001 AND 2000

	Common Shares	Stock Amount	Additional Paid-in Capital	Retained Earnings (Deficit)	Total Stockholders' Equity
Balance, December 31, 1999			\$ 233,500	\$(122,337)	\$ 121,663
Loss				(12,840)	(12,840)
Balance, December 31, 2000	950,000	10,500	233,500	(135,177)	108,823
Capital contribution	50,000	-	100,000	-	100,000
Loss				(122,426)	(122,426)
Balance, December 31, 2001	1,000,000	<u>\$ 10,500</u>	<u>\$ 333,500</u>	<u>\$(257,603</u>)	<u>\$ 86,397</u>

NOTES TO FINANCIAL STATEMENTS

NOTE 1 - SUMMARY OF ACCOUNTING POLICIES

ORGANIZATION

The Company, formed on March 26, 1993, operates as a brokerdealer of general securities. The Company is registered with the Securities and Exchange Commission ("SEC"); the National Association of Securities Dealers, Inc. ("NASD"); and the Florida, Texas, South Carolina, and Virginia Pursuant to this registration, the Company must Commissions. maintain a minimum Net Capital, as defined by rule 15c3-1 of the Securities Exchange Act of 1934, of \$5,000 and is not authorized to hold securities or funds for customers. The Company operates as an introducing firm and clears all transactions with and for customers on a fully disclosed basis with a clearing member. The clearing member carries all customers' accounts and maintains and preserves all books and records pertaining to these transactions.

INCOME TAXES

The absence of a provision for income taxes is due to the election (Subchapter S) by the corporation, and consent by its stockholders to include taxable income or loss of the corporation in the stockholders' individual tax return. As a result, no federal income tax is imposed on the corporation.

STATEMENT OF CASH FLOWS

For purposes of the statement of cash flows, the Company considers all highly liquid debt instruments with an original maturity of three months or less to be cash equivalents, excluding amounts subject to the deposit requirements of the clearing broker-dealer.

REVENUE RECOGNITION

Commission income and the related expense are recorded on a trade date basis. Advisory fee income is recognized as the fees are earned.

USE OF ESTIMATES

The preparation of financial statements in accordance with generally accepted accounting principles requires reliance on accounting information based on estimates which may or may not come true in the near term.

NOTES TO FINANCIAL STATEMENTS (Continued)

NOTE 1 - SUMMARY OF ACCOUNTING POLICIES (Concluded)

OFFICE EQUIPMENT AND DEPRECIATION

Office equipment is recorded at cost. Depreciation is computed over the estimated useful lives (three to seven years) of the assets by the straight line method.

RECLASSIFICATION

Certain prior year amounts have been reclassified to conform with the current year presentation.

NOTE 2 - CLEARING BROKER-DEALER AGREEMENT

In 1995, the Company entered into an agreement with Fiserv Correspondence Services, Inc., an independent broker-dealer, to provide clearing and execution services. The agreement requires the Company to maintain a deposit of \$10,000. Clearing charges, which vary according to the security type and transaction volume, are withheld from the monthly remittance. Fiserv Correspondence Services, Inc. is responsible for all clearing transactions and maintenance of customer accounts for the Company. During 2001, the Company entered into an agreement with an additional broker-dealer to provide clearing and execution services.

NOTE 3 - COMMITMENTS

The Company leases its office space, copier and automobiles under operating leases. Total lease expense under these agreements was \$39,224 and \$34,401 in 2001 and 2000, respectively. The following are the minimum rental payments required under these leases:

Year ended December 31,	Office <u>Facility</u>	Copier/ <u>Automobile</u>	Total
2002 2003 2004 2005 2006	\$ 25,038 25,038 25,038 6,259	\$ 9,308 9,308 4,060 3,011 753	\$ 34,346 34,346 29,098 9,270 753
Total	<u>\$ 81,373</u>	\$ 26,440	\$107,813

NOTES TO FINANCIAL STATEMENTS (Concluded)

NOTE 4 - INCENTIVE STOCK OPTION PLAN

On May 17, 1996, the Company adopted an Incentive Stock Option Plan. As of December 31, 2001 and 2000, no stock options were outstanding.

NOTE 5 - CONTINGENCIES

As of December 31, 2001, the Company's Net Capital, as defined, was below the required \$5,000 minimum. The primary reason for the deficiency relates to the vehicle note payable (see Note 6) and the guarantee on a vehicle note payable (see Note 6) by the Company's major stockholder. As of report date, the Company was in the process of removing the note payable and guarantee from the Company.

NOTE 6 - NOTE PAYABLE

The Company has a note payable secured by a vehicle. The note is payable in monthly payments of \$382 including interest at 6.9 percent per annum. The future maturities of the note payable, as of December 31, 2001, are \$3,436, \$3,680, \$3,942, \$4,223 and \$2,903 for the years ending December 31, 2002, 2003, 2004, 2005 and 2006, respectively.

The Company was a guarantee on a vehicle car note payable by the Company's major stockholder. The balance on this car note was \$13,051, as of December 31, 2001.

COMPUTATION OF NET CAPITAL UNDER RULE 15c3-1 (Pursuant to rule 15c3-1 of the Securities Exchange Act of 1934)

December 31, 2001

Total stockholders' equity from the balance sheet		\$	86,397
Less non-allowable assets: Other receivables Loans to stockholder Prepaid expenses Furniture and equipment, net Deposits Stock warrants - NASD	\$ 4,638 65,069 1,880 20,169 2,715 3,300		
Total non-allowable assets			(97,771)
Less: Guarantee on personal vehicle note			(13,051)
Net Capital, before haircuts on security position			(24,425)
Less haircuts on security positions: Deposit with clearing broker-dealer and money market accounts	 270		
Total haircuts			(270)
Net Capital		<u>\$</u>	(24,695)

RECONCILIATION OF NET CAPITAL COMPUTATION (Pursuant to rule a-5(d)(4) of the Securities Exchange Act of 1934)

December 31, 2001

Total stockholders' equity from the	Reported In Unaudited Part II A Focus Report	<u>Difference</u>	Reported In Audited Financial <u>Statement</u>
balance sheet	\$ 100,511	\$ (14,114) (a	a) \$ 86,397
Less non-allowable assets	(91,243)	(6,528) (L	o) (97,771)
Less guaranteed debt	-	(13,051) (d	(13,051)
Less haircuts	(262)	(8) (0	(270)
Net Capital	\$ 9,006	<u>\$ (33,701</u>)	<u>\$ (24,695</u>)
(a) Increase in clearing Increase in vehicles Increase in prepaid e Decrease in receivabl Increase in depreciat Increase in note paya Increase in accounts and accrued expense	deposit and equipment expense es ion able payable es	_	\$ 577 21,367 450 (8,675) (6,570) (18,184) (3,079) \$ 14,114
(b) Increase in vehicles net of depreciation Increase in prepaid of Decrease in other reconstruction Net increase in nor	n expense ceivable		(14,797) (450) 8,719 \$ (6,528)
(c) Miscellaneous	<i>.</i>		<u>\$ (8</u>)
(d) Discovery of guarante vehicle note payabl		er's	<u>\$ (13,051</u>)

COMPUTATION OF AGGREGATE INDEBTEDNESS AND BASIC NET CAPITAL REQUIREMENT (Pursuant to rule 15c3-1 of the Securities Exchange Act of 1934)

December 31, 2001

Aggregate Indebtedness		
Note payable	\$	18,184
Guarantee of note		13,051
Accounts payable and accrued expenses		15,833
Total Aggregate Indebtedness	\$	47,068
Total Aggregate Indebtedness to Net Capital	_	*
Basic Net Capital Requirement		
Minimum Net Capital requirement	\$	(5,000)
Net Capital - SCHEDULE 1		(24,695)
Deficiency in Net Capital	\$	(29 <u>,695</u>)

^{*} not determinable

STATEMENT OF EXEMPTION FROM COMPLIANCE WITH RULE 15c3-3 AND STATEMENT OF SUBORDINATED LIABILITIES

December 31, 2001

STATEMENT OF EXEMPTION FROM COMPLIANCE WITH RULE 15c3-3

The Company is exempt from compliance with rule 15c3-3. The Company does not carry security accounts for customers or perform custodial functions relating to customer securities. The Company was in compliance with the conditions of the exemption during the year ended December 31, 2001.

STATEMENT OF SUBORDINATED LIABILITIES

The Company had no liabilities subordinated to the claims of the general creditors as of December 31, 2001.

INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL STRUCTURE

To the Stockholders of Investment Post, Inc. Augusta, Georgia

In planning and performing my audit of the financial statements and supplemental schedules of Investment Post, Inc., for the year ended December 31, 2001, I considered its internal control in order to determine my auditing procedures for the purpose of expressing my opinion on the financial statements and not to provide assurance on internal control.

Also, as required by rule 17a-5(g)(1) of the Securities Exchange Commission (SEC), I made a study of the practices and procedures followed by the Company including tests of such practices and procedures that I considered relevant to the objectives in rule 17a-5(g) in making periodic computations of Aggregate Indebtedness and Net Capital under rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of rule 15c3-3. I did not review the practices and procedures followed by the Company in making the quarterly securities examinations, counts, verifications and comparisons, and the recordation of differences required by rule 17a-13 or in complying with the requirements for prompt payment for securities under section 8 of Regulation T of the Board of Governors of the Federal Reserve System, because the Company does not carry security accounts for customers or perform custodial functions relating to customer securities.

The management of the Company is responsible for establishing maintaining an internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the SEC's above-mentioned objective. Two of the objectives of an internal control and the practices and procedures are to provide management with reasonable, but not absolute, assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in accordance with generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL STRUCTURE

(CONTINUED)

Because of inherent limitations in any internal control or the practices and procedures referred to above, errors or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or effectiveness of their design and operation may deteriorate. However, I noted certain matters, described in the following paragraphs, involving the internal control and its operation that I consider to be reportable conditions under standards established by the American Institute of Certified Public Accountants. Reportable conditions involve matters coming to my attention relating to significant deficiencies in the design or operation of the internal control that, in my judgment, could adversely affect the organization's ability to record, process, summarize, and report financial data consistent with the assertions of the management in the financial statements.

01-01 There is an inherent, inadequate segregation of duties, due to the small nature of the Company.

01-02 The Company failed to maintain required minimum net capital as of December 31, 2001. In connection therewith, the Company did provide prompt notification of the net capital deficiency to the NASD. The deficiency of the net capital occurred due to the discovery of two notes payable related to vehicle lease buyouts. The Company represents that the intention was to place the notes payables in the exclusive name of the Company's major stockholder. The Company is in the process of transferring the notes.

A material weakness is a reportable condition in which the design or operation of the specific internal control components does not reduce to a relatively low level the risk that errors or irregularities in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions.

My consideration of the internal control structure would not necessarily disclose all matters in the internal control structure that might be reportable conditions and, accordingly, would not necessarily disclose all reportable conditions that are considered to be material weaknesses as defined above. However, of the reportable condition described above, I considered item 01-02 to be a material weakness.

INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL STRUCTURE

(CONCLUDED)

I understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and my study, I believe that the Company's practices and procedures were adequate at December 31, 2001, to meet the SEC's objective.

This report is intended solely for the use of management, the SEC, and other regulatory agencies which rely on Rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be and should not be used by anyone other than these specified parties.

Robot & Blad, P. C.

February 6, 2002 Dunwoody, Georgia